

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
: : Case No. 08-13555 (JMP)
LEHMAN BROTHERS HOLDINGS INC., et al., :
: : Jointly Administered
Debtors. :
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**ORDER UNDER 11 U.S.C §§ 328(a)
AND 1103, FED. R. BANKR. P. 2014, AND S.D.N.Y. LBR 2014-1, AUTHORIZING
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO CLARIFY THE
DEFINITION OF “UNSECURED RECOVERIES” IN ITS EMPLOYMENT
AND RETENTION AGREEMENT WITH HOULIHAN LOKEY
HOWARD & ZUKIN CAPITAL, INC. AS INVESTMENT
BANKER EFFECTIVE AS OF SEPTEMBER 17, 2008**

Upon the Supplemental Application, dated June 18, 2009 (the “Supplemental Application”), of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Lehman Brothers Holdings Inc. and its affiliated debtors (other than Lehman Brothers Inc.) (collectively, the “Debtors”) for an order, pursuant to sections 328(a) and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”) and rule 2014-1 of the Local Bankruptcy Rules for the District of New York (the “Local Rules”), authorizing the Committee to clarify the definition of “Unsecured Recoveries” in its employment and retention agreement with Houlihan Lokey Howard & Zukin Capital, Inc. (“Houlihan”) as investment banker for the Committee, effective as of September 17, 2008 (the “Effective Date”); and the Court having jurisdiction to consider the Supplemental Application and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Judges of the United States District Court for the Southern District of New York (Ward, Acting C.J.), dated July 10, 1984; and consideration of the Supplemental Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the time for objections to the Supplemental Application having expired on June 29, 2009 with no

objections having been timely filed; and due and proper notice of the Supplemental Application having been provided as provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Supplemental Application and determined that the clarification of the definition of “Unsecured Recoveries” in Houlihan’s employment and retention agreement is necessary and in the best interest of the Debtors’ estates, creditors, and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Supplemental Application establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Supplemental Application is granted as provided herein; and it is further

ORDERED that the terms of the employment and retention of Houlihan as investment banker effective as of September 17, 2008 are clarified as described in the Clarifying Amendment; and it is further

ORDERED that to the extent this Order is inconsistent with the Engagement Letter or the Supplemental Application, this Order shall govern; and it is further

ORDERED that this Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order.

Dated: New York, New York
July 2, 2009

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge